

JAN 29 '09

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SURFACE TRANSPORTATION BOARD



January 29, 2009

Ms. Anne K. Quinlan, Esq.  
Surface Transportation Board  
Office of Proceedings  
395 E Street, SW  
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached one (1) original of the Memorandum of Railroad Equipment Lease Agreement dated as of January 15, 2009 between the following parties:

Lessee:	CF Industries, Inc. 4 Parkway North, Suite 400 Deerfield, IL 60015
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (74) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of January 15, 2009 related to seventy-four (74) railcars bearing reporting marks: JTSX 2463 - 487516, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

  
Barbara A. Brzezicki  
Contract Manager

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**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 15<sup>th</sup> day of January, 2009, is intended to evidence the lease dated as of January 15, 2009 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **CF INDUSTRIES, INC.**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the seventy-four (74) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY****CF INDUSTRIES, INC.**

By: Kelly C. Poellein  
Name: Kelly C. Poellein  
Title: VP Finance, Brokerage & Services  
Date: 1/15/09

By: Philipp Koch  
Name: Philipp Koch  
Title: VP Supply Chain  
Date: 1/27/09

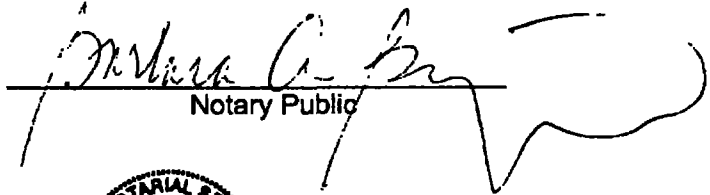
PAK  
KUZ

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )    SS:

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 2009, by Kelly C. Poellein, the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

2-28-11

  
\_\_\_\_\_  
Notary Public



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires 02-28-11

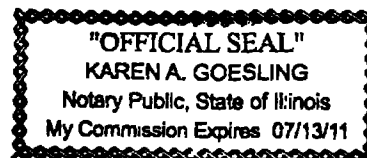
STATE OF ILLINOIS            )  
                                  )  
COUNTY OF LAKE            )    SS:

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of JANUARY, 2009, by PHILIP KUCH, the UP, SUPPLY CHAIN of CF Industries, Inc., a Delaware corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My Commission expires:

7-13-11



## EXHIBIT A

To the Memorandum of Lease dated January 15, 2009, between The David J. Joseph Company and CF Industries, Inc.

### DESCRIPTION OF UNITS

**Seventy-four (74), railcars bearing reporting marks:**

JTSX	2463	JTSX	487519
JTSX	2464	JTSX	487525
JTSX	2465	JTSX	487526
JTSX	2466	JTSX	487530
JTSX	2467	JTSX	487536
JTSX	2468	JTSX	487541
JTSX	2469	JTSX	487543
JTSX	2470	JTSX	487544
JTSX	2471	JTSX	487611
JTSX	53014	JTSX	487639
JTSX	63610	JTSX	487920
JTSX	65256	JTSX	487954
JTSX	190758	JTSX	487958
JTSX	487100	JTSX	487963
JTSX	487372	JTSX	488140
JTSX	487374	JTSX	488376
JTSX	487375	JTSX	488425
JTSX	487379	JTSX	488479
JTSX	487381	JTSX	488483
JTSX	487390	JTSX	488549
JTSX	487392	JTSX	488562
JTSX	487395	JTSX	488614
JTSX	487398	JTSX	488620
JTSX	487399	JTSX	488642
JTSX	487402	JTSX	488655
JTSX	487421	JTSX	488698
JTSX	487426	JTSX	488735
JTSX	487427	JTSX	489344
JTSX	487440	JTSX	489345
JTSX	487446	JTSX	489352
JTSX	487447	JTSX	489531
JTSX	487457	JTSX	490019
JTSX	487470	JTSX	490025
JTSX	487481	JTSX	490361
JTSX	487487	JTSX	810001
JTSX	487510	JTSX	810169
JTSX	487516	JTSX	810196